

Exhibit B

November 2003 Fee Application

UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., *et al*

Debtors.

Chapter 11

Case No. 01-01139 (JKF)
(Jointly Administered)Objection Deadline: February 12, 2004 at 4:00 p.m.
Hearing Date: TBD only if necessary

**SUMMARY COVER SHEET TO THIRTY-SECOND MONTHLY INTERIM
APPLICATION OF WALLACE KING MARRARO & BRANSON PLLC
FOR COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES FOR
NOVEMBER 1, 2003 THROUGH NOVEMBER 30, 2003**

Name of Applicant:	Wallace King Marraro & Branson PLLC. ("WKMB")
Authorized to provide professional services to:	Special Litigation and Environmental Counsel to Debtors
Date of Retention:	April 2, 2001
Period for which compensation and reimbursement is sought:	November 1, 2003 through November 30, 2003.
Amount of compensation sought as actual, reasonable and necessary	\$64,351.92 for the period November 1, 2003 through November 30, 2003 (80% of \$80,439.90 after 40% discount for Honeywell matter) in professional fees.
Amount of expense reimbursement sought as actual, reasonable, and necessary:	\$4,599.05 for the period November 1, 2003 through November 30, 2003.

This is a: Monthly interim application.

Prior Applications filed: Yes.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Status of Fees	Status of Expenses
7/5/01	4/2/01 through 4/30/01	\$216,471.50	\$25,282.16	100% Paid	100% Paid
7/5/01	5/1/01 through 5/31/01	\$244,726.00	\$26,594.89	100% Paid	100% Paid
8/9/01	6/1/01 through 6/20/01	\$186,977.91	\$90,104.66	100% Paid	100% Paid
8/28/01	7/1/01 through 7/31/01	\$101,544.08	\$52,387.36	100% Paid	100% Paid
10/18/01	8/1/01 through 8/31/01	\$85,722.80	\$56,387.04	100% Paid	100% Paid
11/05/01	9/1/01 through 9/30/01	\$66,562.16	\$24,668.50	100% Paid	100% Paid
12/13/01	10/1/01 through 10/31/01	\$76,674.32	\$10,019.94	100% Paid	100% Paid
1/02/02	11/1/01 through 11/30/01	\$76,484.30	\$13,513.96	100% Paid	100% Paid
2/12/02	12/1/01 through 12/31/01	\$46,954.80	\$17,209.63	100% Paid	100% Paid
2/21/02	1/1/02 through 1/31/02	\$79,379.36	\$2,260.41	100% Paid	100% Paid
3/25/02	2/1/02 through 2/28/02	\$69,957.20	\$3,160.68	100% Paid	100% Paid
4/24/02	3/1/02	\$55,351.04	\$3,155.63	100% Paid	100% Paid

	through 3/31/02				
5/23/02	4/1/02 through 4/30/02	\$63,704.72	\$6,584.06	100% Paid	100% Paid
6/27/02	5/1/02 through 5/31/02	\$57,060.32	\$4,946.79	100% Paid	100% Paid
7/24/02	6/1/02 through 6/30/02	\$66,137.04	\$8,461.57	100% Paid	100% Paid
8/27/02	7/1/02 through 7/31/-2	\$72,492.64	\$20,490.51	100% Paid	100% Paid
9/25/02	8/1/02 through 8/31/02	\$94,828.80	\$23,851.10	100% Paid	100% Paid
10/25/02	9/1/02 through 9/30/02	\$124,578.27	\$1,424.28	100% Paid	100% Paid
11/25/02	10/1/02 through 10/31/02	\$167,191.12	\$36,979.60	100% Paid	100% Paid
1/2/03	11/1/02 through 11/30/02	\$157,634.40	\$25,921.79	100% Paid	100% Paid
2/12/03	12/1/02 through 12/31/02	\$178,734.48	\$114,558.29	80% Paid	100% Paid
4/18/03	1/1/03 through 1/31/03	\$275,466.40	\$159,839.86	100% Paid	100% Paid
5/6/03	2/1/03 through 2/28/03	\$123,758.48	\$25,803.22	100% Paid	100% Paid
5/7/03	3/1/03 through 3/31/03	\$110,340.00	\$10,455.86	100% Paid	100% Paid
6/13/03	4/1/03 through 4/30/03	\$87,122.40	\$13,144.41	80% Paid	100% Paid
6/26/03	5/1/03 through 5/31/03	\$57,138.56	\$12,415.74	80% Paid	100% Paid
7/8/03	6/1/03 through	\$105,028.72	\$,316.82	80% Paid	100% Paid

	6/30/03				
9/3/03	7/1/03 through 7/31/03	\$133,158.40	\$10,206.36	80% Paid	100% Paid
9/23/03	8/1/03 through 8/31/03	\$82,045.28	\$16,185.52	80% Paid	100% Paid
10/31/03	9/1/03 through 9/30/03	\$105,216.20	\$10,195.00	No Objections Served on Counsel	No Objections Served on Counsel
12/10/03	10/1/03 through 10/31/03	\$117,161.70	\$26,662.70	No Objections Served on Counsel	No Objections Served on Counsel

As indicated above, this is the thirty-second application for interim compensation of services filed with the Bankruptcy Court in the Chapter 11 Cases

Summary of Compensation Requested

Name of Professional Individual	Position, year assumed, prior relevant experience, year of obtaining relevant license to practice	Hourly Billing Rate (including Changes)	Total Hours Billed	Total Compensation
Christopher Marraro	Partner	\$440	83.5	\$36,740.00
William Hughes	Counsel	\$350	127.9	\$44,765.00
Michael L. Williams	Associate	\$225	12.9	\$2,902.50
Rebecca L. Schuller	Associate	\$180	11.4	\$2,052.00
Tamara R. Parker	Associate	\$290	22.7	\$6,583.00
Barbara Banks	Paralegal	\$135	75.7	\$10,219.50
Keith A. Kaider	Paralegal	\$135	1.5	\$202.50
Rebecca M. Ross	Paralegal	\$120	20.9	\$2,508.00
Natasha A. Bynum	Clerk	\$100	3.0	\$300.00

Total Fees	\$106,272.50
Less 40% Discount for Allied	\$(25,832.60)
Balance Due	\$ 80,439.90
Total Hours	359.5

EXPENSE SUMMARY

Expense Category	Total Expenses
Copying	\$630.80
Delivery Services/Messengers	\$35.17
Mileage Reimbursement	\$114.84
Telephone	\$63.66
Federal Express	\$56.39
Taxi Service	\$108.00
Meals (Travel, Clients and Meetings in DC)	\$1,132.64
Air Fares	\$954.00
Tolls	\$14.00
Hotels	\$667.31
Auto Rentals	\$458.58
Parking on Trips	\$126.00
Working Meals in DC (Attorneys)	\$117.66
Consultant (Geomega)	\$120.00
Total	\$4,599.05

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u> , ¹)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
)	
Debtors.)	

VERIFICATION

Christopher H. Marraro, after being duly sworn according to law, deposes and says:

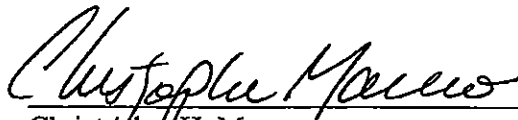
1. I am a partner with the applicant firm, Wallace King Marraro & Branson, PLLC and I am a member in good standing of the bars of the State of New Jersey and District of Columbia.

2. I have personally performed certain of, and overseen the legal services rendered by Wallace King Marraro & Branson PLLC as special litigation and environmental counsel

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc., Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

to the Debtors and am thoroughly familiar with all other work performed on behalf of the Debtors by the lawyers and other persons in the firm.

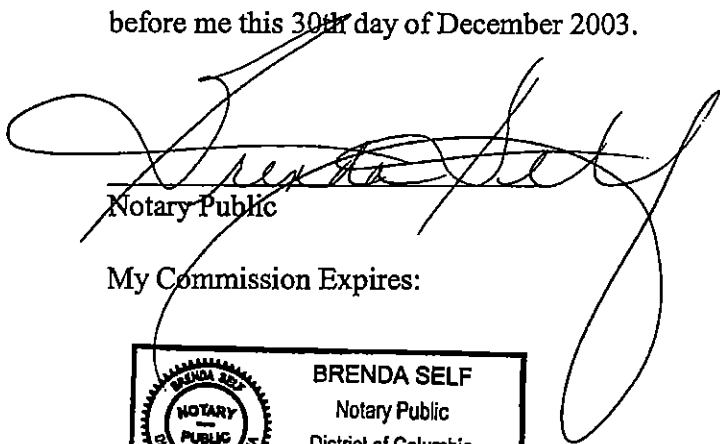
3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.



Christopher H. Marraro

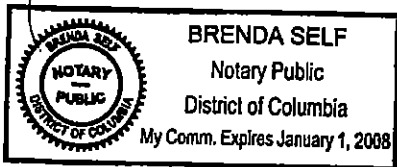
In the District of Columbia

SWORN TO AND SUBSCRIBED
before me this 30th day of December 2003.



Notary Public

My Commission Expires:



IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-1139 (JKF)
) Jointly Administered
Debtors.)

Objection Deadline: February 12, 2004 at 4:00 p.m.
Hearing Date: TBD only if necessary

**FEE DETAIL FOR WALLACE KING MARRARO &
BRANSON PLLC'S MONTHLY FEE APPLICATION FOR THE
PERIOD FROM NOVEMBER 1, 2003 THROUGH NOVEMBER 30, 2003**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Wallace
King
Marraro
Branson

WALLACE KING MARRARO & BRANSON, PLLC
1050 THOMAS JEFFERSON STREET, N.W.
WASHINGTON, DC 20007

Phone 202.204.1000
Fax 202.204.1001

December 30, 2003

Richard Senftleben
W. R. Grace & Co.
7500 Grace Drive
Columbia, MD 21044

Invoice# 1492

For Professional Services Rendered in Connection with Honeywell, Inc. - Matter 6

Professional Services:

			<u>Hours</u>
11/03/2003	BJB	Make telephone call to Mr. Golladay for Mr. Hughes re Reply (.2); review U.S. EPA superfund issues for Messrs. Marraro and Williams (4.0); conference with Mr. Williams re results and supplemental assignment (.3); review U.S. EPA database query results for Mr. Williams (4.0).	8.50
11/03/2003	WFH	Legal research in support of RCRA reply brief (1.8); revisions to reply brief (4.6); conference with Mr. Marraro re arguments for brief (.4); conferences with Ms. Banks re collecting relevant information for brief (.5); review same from Ms. Banks (.3); conference with expert re point to be made in reply declaration (.2).	7.80
11/03/2003	CHM	Review appendices re fee petition (1.5); conference with Agnello re same (.9).	2.40

11/04/2003	BJB	Continue review of Superfund (5.2); place calls to the U.S. Third Circuit and U.S. District Courts for the District of NJ for Mr. Marraro re Appellate mediation (.3); place follow up calls to Mr. Golladay re Reply for Mr. Hughes (.4); research case file, collect and prepare pertinent documents re Honeywell's Site remediation work plan for Mr. Hughes (1.4); review new correspondence and calendar dates for Special Master (.7); research Westlaw and U.S. EPA web sites for Mr. Marraro (.8).	8.80
11/04/2003	WFH	Review Special Master's application for compensation and supporting materials in connection with preparing ECARG's reply brief on RCRA fees (.4).	0.40
11/04/2003	RLS	Research expert fees for work done in connection with both regulatory action and litigation (8.2).	8.20
11/05/2003	BJB	Review new correspondence and prepare for incorporation into case files (.5); continue review and analyze Superfund RODs for Mr. Williams (1.3).	1.80
11/05/2003	WFH	Review results of Ms. Parker's and Ms. Schuller's research in connection with RCRA reply brief (.6); legal research re new case law favorably impacting issues on appeal (.5); revise Mr. Marraro's and testifying experts' declarations (1.7); revisions to RCRA brief (1.4).	4.20
11/05/2003	CHM	Review issues on Riverkeeper case (1.0); review declaration and research (1.1).	2.10
11/05/2003	RLS	Research expert fees for work done in connection with both regulatory action and litigation (3.2).	3.20
11/06/2003	BJB	Make follow calls to Dr. Davis re pertinent information for the Reply (.7); collect and prepare pertinent expert documentation for Reply for Mr. Hughes (.4); conference with Dr. Davis' staff re 3-D models, movie and power point presentation for Mr. Scrivo (.7); make calls to Mr. Scrivo re same (.2); continue review of U.S. EPA database query results (5.0); prepare FOIA request re same (1.0); research trial transcript for pertinent expert information for Reply for Mr. Hughes (2.0).	10.00

11/06/2003	WFH	Work on reply brief (RCRA fees) and assisting Marraro, Davis, Chapman, Anderson, Brown and Belsito with supporting declarations (6.3); factual research in support of same, including additional review of experts' monthly invoices to identify tasks performed in connection with RCRA case (1.8); legal research re hourly rate issue and recoverability of travel expenses (.5).	8.60
11/06/2003	KAK	Assist Ms. Kelley with preparation of spreadsheet re fee petition (1.5.).	1.50
11/07/2003	BJB	Collect pertinent document re Reply for Mr. Hughes (.1); conference with Ms. Ross re assignments (.1); research trial transcripts for pertinent testimony re expert comparison and draft memo and prepare inserts for Mr. Hughes (4.5); telephone conferences with Dr. Davis' staff re exhibits for Mr. Scrivo (1.0); telephone calls to Mr. Scrivo re same (.3); prepare color copies of Dr. Davis' trial aides for Mr. Scrivo (1.2).	7.20
11/07/2003	WFH	Finalize reply brief and Marraro, Davis, Chapman, Anderson, Brown and Belsito declarations for review by Messrs. Marraro and Agnello and 11/8 conference call (5.2); conferences with Ms. Flax re same and changes to Flax and Agnello declarations (.5); review ICO's reply brief on standing (.5).	6.20
11/07/2003	CHM	Meeting with expert, client and Agnello re development issues (5.0).	5.00
11/08/2003	WFH	Conference call with Messrs. Marraro and Agnello re reply brief (2.6); revise declarations on basis of conference call (1.2); revisions to brief on basis of conference call (1.3).	5.10
11/08/2003	CHM	Review draft brief (1.2); conference call with team re suggested changes to brief (3.0).	4.20
11/09/2003	WFH	Revision to brief on fees and declarations (.9).	0.90

11/09/2003	WFH	Draft and finalize Mr. Marraro's declaration and exhibits thereto for CM's review (2.7); revisions to brief in connection with conference with Mr. Agnello (1.2); conferences with Ms. Flax re revisions to brief and declarations (.4); prepare and revise additional sections of brief re expenses and Honeywell litigation tactics (2.6); additional factual research and conferences with Ms. Banks re same (.7).	7.60
11/09/2003	WFH	Review memo from JMA re meeting with Jersey City (.2).	0.20
11/10/2003	BJB	Research NJDEP web site and place calls to same Re Office of Natural Resources Damages for Mr. Marraro (1.8); continue research case records Collect and prepare email memos of results Mr. Hughes (4.8); review, coordinate, organize and prepare new correspondence for incorporation Into case files (1.0); coordinate preparation of labeled, color set of Dr. Davis' admitted trial Testimony aides for Mr. Scrivo (.7).	8.30
11/10/2003	TRP	Emails and phone calls with Drs. Belsito, Davis and Anderson to obtain declaration, and to arrange for them to review final declarations before filing (2.7); obtaining addresses for experts on travel and arranging for federal express packages to be sent for return of original signature pages (.9); conference with B. Hughes re questions on discounts given to Grace, analyze periods and documentation of times for specific discounted amounts, review all invoices to determine what discount was reflected on them and email to B. Hughes with response to his questions. (1.0); review records for payment of invoices for Knight Piesold in response to questions from M. Tuffield (1.2).	5.80
11/11/2003	WFH	Assist with Brown, Davis, Chapman, Belsito and Goad declarations (5.7) factual research in support of same, including review of reports and monthly invoices (1.4); conferences with Ms. Parker re same (.4); conference with Dr. Goad re declaration and CTEH's services (.4); revise section of brief re expenses and confer with Ms. Flax re same (.8).	8.70
11/11/2003	CHM	Review revised brief and comment (1.2); review and revise declaration (2.5); conference with Agnello (.5).	4.20

11/11/2003	TRP	Proof Anderson expert declaration and email to her for review; calls with J. Lape re declaration (.4); proof declaration for Brown (.3); conference with B. Hughes re reply brief and with N. Bynum to arrange scanning and sending draft per Hughes request (.3); conference with Hughes re possible Dr. Goad declaration (.4); calls to locate Dr. Goad and arrange to get signature page executed (3.1).	4.50
11/12/2003	WFH	Review Mr. Marraro's comments and revise same accordingly (1.2); prepare sections of declaration re travel costs, overtime, private investigator and factual research in support of same (2.4); review and edit tables to brief (.6); conference with Ms. Flax re revisions to declarations and review revised Agnello and Flax declarations (.8); finalize all expert declarations and conferences with experts and Ms. Parker re same (4.8); research re additional cases for brief (.8).	10.60
11/12/2003	CHM	Conference with Agnello re various issues and comments on declaration and brief for fee petition (1.2).	1.20
11/12/2003	TRP	Proof and send draft declarations for Drs. Davis, Chapman, and Belsito and email to them for review (2.1); multiple calls and emails with Drs. Davis, Chapman, Belsito and J. Lape re need for comments and deadlines for finalizing declarations (1.7); conferences with B. Hughes re status of finalizing declarations; call with M. Flax re arrangements to get original signature pages to her for filing (.2); conference with B. Banks re sending original signature pages to M. Flax (3).	4.30
11/13/2003	BJB	Conference with Mr. Hughes re declaration for Reply (.2); conference with Ms. Parker re status of experts' declaration (.1); assist Ms. Parker with production of final declarations and attachments for Reply (2.8); prepare and proof package for FedEx to Ms. Flax per Mr. Hughes' request (.8); review U.S. EPA FOIA query results, make assignments and prepare email memo to Ms. Bynum and Ms. Ross for online FOIA requests (2.3); continue review of EPA databases (1.8).	8.00
11/13/2003	WFH	Review and prepare final draft of brief (5.6); conferences with Ms. Flax re same (.6); finalize Marraro declaration and confer with Ms. Flax re same and equivalent changes to Agnello/Flax declarations (1.7).	7.90

11/13/2003	TRP	Finalizing all declarations by experts and C. Marraro by inputting changes from Drs. Davis, Chapman, and Belsito and from B. Hughes, Melissa Flax (2.7); review invoices and finalize exhibits to C. Marraro declaration (1.9); confer with B. Hughes re arrangements to get all declarations and exhibits to local counsel (.6); checking materials being sent and making necessary arrangements for shipping (2.3); draft cover letter explaining materials being sent (.6).	8.10
11/13/2003	MLW	Legal research regarding Special Master and evidentiary issues (3.4).	3.40
11/14/2003	BJB	Continue review of U.S.EPA database query (4.5); conference with Ms. Bynum re online FOIA requests (.1).	4.60
11/14/2003	NAB	Submit FOIA Requests to EPA regions (1.2).	1.20
11/14/2003	WFH	Conferences with Ms. Flax and Ms. Parker re coordinating filing and service of RCRA reply brief (1.3); conference with Mr. Marraro re brief (.2); review new cases potentially applicable to issues on appeal (.6).	2.10
11/14/2003	MLW	Continuing legal research regarding Special Master and evidentiary issues (4.3).	4.30
11/17/2003	BJB	Research Lexis, download and prepare pertinent cases for Mr. Hughes (.8); review new correspondence and case documents, coordinate and prepare for incorporation into case files (1.3).	2.10
11/17/2003	NAB	Submit FOIA Requests to various regions (1.8).	1.80
11/17/2003	WFH	Review ICO's reply brief and supporting declaration re RCRA fee petition and selected cases cited therein (2.1); review favorable new case law (.7).	2.80
11/17/2003	RMR	Submit FOIA requests for specific sites in various EPA Regions (2.3).	2.30
11/18/2003	BJB	Research Lexis for pertinent cases for Mr. Hughes (.8); research Lexis and U. S. EPA web site for pertinent Site remediation proposed regulations for Mr. Hughes (.8).	1.60

11/18/2003	CHM	Travel to NJ for meeting with government agencies and Special Master (2.1). (Note: Travel time billed at 50%; 10% here or 1.8 and 40% at end of statement.)	1.80
11/18/2003	CHM	Conference with Mr. Milch re mediation and presentation (.6); conference with client re same (.3); conference with Agnello re same (.2).	1.10
11/19/2003	BJB	Research Dr. Brown's trial testimony for pertinent information and prepare email to Mr. Marraro (.3).	0.30
11/19/2003	CHM	Attend meeting with Special Master (2.5); post-meeting analysis with Agnello (1.0); and conference call with client (.5).	4.00
11/20/2003	BJB	Conference with Ms. Ross re FOIA responses (.3).	0.30
11/20/2003	CHM	Several lengthy conference calls re 11/19 meetings and development issues (3.5).	3.50
11/20/2003	MLW	Continued legal research regarding Special Master and evidentiary issues (5.2).	5.20
11/20/2003	RMR	Submit and follow-up on previously submitted FOIA requests to EPA Regions (3.1).	3.10
11/24/2003	BJB	Research admitted trial exhibits, collect and prepare pertinent exhibits for Mr. Hughes (.4); return telephone call to Mr. Weber of Judge Acherman's chambers re mediation notices for Mr. Marraro (.3).	0.70
11/24/2003	CHM	Meeting with Messrs. Milch and Daneker (3.0); post-meeting analysis and conference with client re same (2.5).	5.50
11/24/2003	RMR	Submit additional requests and follow-up on previously submitted FOIA to EPA Regions (2.4).	2.40
11/25/2003	BJB	Review materials for Mr. Williams' analysis (.7); incorporate new correspondence into case files (2.9).	3.60
11/25/2003	CHM	Conference with Agnello re various issues on development (.6); conference with client re development issues (1.0).	1.60
11/26/2003	BJB	Review new correspondence, coordinate, prepare, organize and incorporate into case files (3.3).	3.30

11/26/2003	WFH	Review new case law on injunction issue currently on appeal before Third Circuit (.8).	0.80
11/26/2003	CHM	Conference with client re various issues re meeting with Mr. Milch (.5); conference with Mr. Milch re rescheduling of mediation (.2)	0.70
Total fees			239.60
			<u>Amount</u> 64,581.50

Disbursements:

Copying	630.80
Telephone	63.66
Delivery services/messengers	35.17
Federal Express	56.39
Geomega - Consultant - summarize litigation support tasks performed for ECARG in Feb. 2001 through Aug. 2003	120.00
W. Hughes - Working lunch re reply on RCRA fee petition (2 people) on 10/15/03	27.97
John W. Kampman - Meals on trip to New Jersey for meeting with Dr. Brown and NJDEP on 10/28-29/03 (1 person)	12.00
John W. Kampman - Parking at airport on trip to New Jersey for meeting with Dr. Brown and NJDEP 10/28-10/29/03	15.00
John W. Kampman - Taxi in New Jersey for meeting with Dr. Brown and NJDEP on 10/28-10/29/03	101.00
C. Marraro - Dinner in New York with Mr. Obradovic, Mr. Nagy, Mr. Brown and Mr. Agnello on 7/14/03 (5 people)	335.20
C. Marraro - Meal on trip to Newark on 6/20/03 (1 person)	22.79
C. Marraro - Dinner meeting with Mr. Siegal and Mr. Corcoran in Baltimore on 6/18/03 (3 people)	281.32
C. Marraro - Dinner with Mr. Senfleben in NYC on 6/24/03 (2 people)	156.98
C. Marraro - Dinner meeting with Mr. Senfleben, Mr. Nagy, Mr. Agnello and Mr. Brown on 6/30/03 (5 people)	303.35
C. Marraro - Working meal on 7/30/03 (2 people)	30.19
C. Marraro - Working meal with Mr. Hughes on 7/8/03 (2 people)	59.50
C. Marraro - R/T Coach Air Fare Newark on 6/30/03	553.50
C. Marraro - R/T Coach Air Fare NYC on 7/5/03	122.50
C. Marraro - R/T Coach Air Fare NY on 7/6/03	278.00
C. Marraro - Hotel in Newark on 6/20/03 (2 nights)	376.69
C. Marraro - Hotel in Newark on 6/30/03 (2 nights)	290.62
C. Marraro - Auto Rental in Newark on 6/20/03 (1 day)	87.25
C. Marraro - Auto Rental in Newark on 6/30/03 (2 days)	152.33
C. Marraro - Auto Rental in NY on 7/14/03 (1 day)	219.00
C. Marraro - Parking at airport on trip to Newark on 6/20/03	30.00
C. Marraro - Parking at airport on trip to Newark on 6/30/03	30.00

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C. Marraro - Parking at airport on trip to NYC on 7/5/03	30.00
Total disbursements	<u>\$4,421.21</u>
Total Amount of This Bill	\$69,002.71
Less Deduction of 40% of Fees Per Agreement	\$25,832.60
Balance Due	<u><u>\$43,170.11</u></u>

Timekeeper Summary

<u>Name</u>		<u>Hours</u>	<u>Rate</u>
Banks, Barbara J.	Paralegal	69.10	\$135.00
Marraro, Christopher H.	Partner	37.30	\$440.00
Kaider, Keith A.	Paralegal	1.50	\$135.00
Williams, Michael L.	Associate	12.90	\$225.00
Bynum, Natasha A.	Legal Clerk	3.00	\$100.00
Schuller, Rebecca L.	Associate	11.40	\$180.00
Ross, Rebecca M.	Paralegal	7.80	\$120.00
Parker, Tamara R.	Associate	22.70	\$290.00
Hughes, William F.	Counsel	73.90	\$350.00

Wallace
King
Marraro
Branson

WALLACE KING MARRARO & BRANSON, PLLC
1050 THOMAS JEFFERSON STREET, N.W.
WASHINGTON, DC 20007

Phone 202.204.1000
Fax 202.204.1001

December 30, 2003

Akos Nagy
W. R. Grace & Company
7500 Grace Drive
Columbia, MD 21044

Invoice# 1490

For Professional Services Rendered in Connection with General Matters - Matter 11

Professional Services:

			<u>Hours</u>
11/21/2003	CHM	Conference with R. Iossa re NRD issues and conference with Obradovic re same (.5).	0.50
			<u>Amount</u>
	Total fees	0.50	220.00
	Total Amount of This Bill		\$220.00
	Balance Due		\$220.00

Timekeeper Summary

<u>Name</u>		<u>Hours</u>	<u>Rate</u>
Marraro, Christopher H.	Partner	0.50	\$440.00

Wallace
King
Marraro
Branson

WALLACE KING MARRARO & BRANSON, PLLC
1050 THOMAS JEFFERSON STREET, N.W.
WASHINGTON, DC 20007

Phone 202.204.1000
Fax 202.204.1001

December 30, 2003

Akos Nagy
W. R. Grace & Company
7500 Grace Drive
Columbia, MD 21044

Invoice# 1491

For Professional Services Rendered in Connection with Waterloo - Brewer Road Site - Matter
4

Professional Services:

			<u>Hours</u>
11/14/2003	WFH	Review Zotos' motion to exclude evidence re site investigation and conference with Hogan re preparing opposition to same (1.3); review cases cited by Zotos and prepare section of opposition brief distinguishing Zotos' cases (1.4).	2.70
11/19/2003	CHM	Analyze Zotos' motion (.8).	0.80
11/20/2003	WFH	Conference with Mr. Marraro re case status (.3).	0.30
11/20/2003	CHM	Meeting with Mr. Hughes to discuss opposition to Zotos motion on evidence (1.0).	1.00
11/24/2003	WFH	Review sections of draft opposition to Zotos' motion to exclude test pit evidence prepared by Kevin Hogan and confer with Hogan re same (.8); prepare and revise sections of brief re inapplicability of Rules 16 and 37, Zotos' inability to demonstrate prejudice, and rebuttal to Zotos' argument re cosmetics, and preliminary statement (8.3); finalize draft brief and send to Hogan for filing (.7).	9.80
11/25/2003	BJB	Conference with Ms. Campbell re preparation of pro hac vice motion (.3); prepare fax to K. Hogan re opposition for Mr. Hughes (.8).	1.10

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11/25/2003	CHM	Revise opposition brief (2.5).	2.50
11/26/2003	WFH	Conference with Mr. Hogan re finalizing and filing opposition brief (.2).	0.20
11/26/2003	CHM	Conference with Mr. Hughes re hearing (.2).	0.20
			<u>Amount</u>
	Total fees	18.60	6,678.50
	Total Amount of This Bill		\$6,678.50
	Balance Due		<u>\$6,678.50</u>

Timekeeper Summary

<u>Name</u>		<u>Hours</u>	<u>Rate</u>
Banks, Barbara J.	Paralegal	1.10	\$135.00
Marraro, Christopher H.	Partner	4.50	\$440.00
Hughes, William F.	Counsel	13.00	\$350.00

WALLACE KING MARRARO & BRANSON, PLLC
 1050 THOMAS JEFFERSON STREET, N.W.
 WASHINGTON, DC 20007

Wallace
 King
 Marraro
 Branson

Phone 202.204.1000
 Fax 202.204.1001

December 30, 2003

Akos Nagy
 W. R. Grace & Company
 7500 Grace Drive
 Columbia, MD 21044

Invoice# 1493

For Professional Services Rendered in Connection with Acton Matter - Matter 13

Professional Services:

			<u>Hours</u>
11/07/2003	CHM	Meeting with Willowbend and A. Nagy (2.0).	2.00
			<u>Amount</u>
	Total fees	2.00	880.00
	Total Amount of This Bill		\$880.00
	Balance Due		<u>\$880.00</u>

Timekeeper Summary

<u>Name</u>		<u>Hours</u>	<u>Rate</u>
Marraro, Christopher H.	Partner	2.00	\$440.00

WALLACE KING MARRARO & BRANSON, PLLC
1050 THOMAS JEFFERSON STREET, N.W.
WASHINGTON, DC 20007

Wallace
King
Marraro
Branson

Phone 202.204.1000
Fax 202.204.1001

December 30, 2003

William Corcoran
Vice President-Public & Regulatory Affairs
W. R. Grace & Co.
7500 Grace Drive
Columbia, MD 21044

Invoice# 1494

For Professional Services Rendered in Connection with Libby, Montana - Matter 9

Professional Services:

			<u>Hours</u>
11/26/2003	CHM	Conference with Fabricant (.2); conference with Corcoran re meeting (.2).	0.40
			<u>Amount</u>
	Total fees	0.40	176.00
	Total Amount of This Bill		\$176.00
	Balance Due		<u>\$176.00</u>

Timekeeper Summary

<u>Name</u>		<u>Hours</u>	<u>Rate</u>
Marraro, Christopher H.	Partner	0.40	\$440.00

WALLACE KING MARRARO & BRANSON, PLLC
 1050 THOMAS JEFFERSON STREET, N.W.
 WASHINGTON, DC 20007

Wallace
 King
 Marraro
 Branson

Phone 202.204.1000
 Fax 202.204.1001

December 30, 2003

Richard Senfleben
 W. R. Grace & Co.
 7500 Grace Drive
 Columbia, MD 21044

Invoice# 1495

For Professional Services Rendered in Connection with Preparation of Fee Application to
 Bankruptcy Court - Matter 10

Professional Services:

			<u>Hours</u>
11/20/2003	CHM	Review fee statements and revise (1.5).	1.50
			<u>Amount</u>
	Total fees	1.50	660.00
	Total Amount of This Bill		\$660.00
	Balance Due		<u>\$660.00</u>

Timekeeper Summary

<u>Name</u>		<u>Hours</u>	<u>Rate</u>
Marraro, Christopher H.	Partner	1.50	\$440.00

WALLACE KING MARRARO & BRANSON, PLLC
 1050 THOMAS JEFFERSON STREET, N.W.
 WASHINGTON, DC 20007

Wallace
 King
 Marraro
 Branson

Phone 202.204.1000
 Fax 202.204.1001

December 30, 2003

Richard Senfleben
 W. R. Grace & Co.
 7500 Grace Drive
 Columbia, MD 21044

Invoice# 1496

For Professional Services Rendered in Connection with Remediation Matters

Professional Services:

			<u>Hours</u>
11/03/2003	WFH	Analyze Berger letter re handling of contaminated water and follow-up legal research re same (.6); assess Berger letter re geotechnical and waste characterization sampling work plan (.2); assess Berger letter re river discharge assessment plan and confer with SI Group re same (.4); analyze Parsons letter re paving additional areas at Site (.2); review Parsons letter re sediment sampling plan and bathymetric survey (.2); assess ICO comments re river discharge plan and confer with SI re same (.4); review Daneker letter re Honeywell progress report (.2); evaluate 10/29 correspondence from Berger re deep groundwater and sediment investigation plans (.2).	2.40
11/03/2003	CHM	Analyze Honeywell workplan (3.5); conference with K. Brown re same (1.0).	4.50
11/03/2003	RMR	Create correspondence indices for electronic and hard copy files (4.3).	4.30

11/04/2003	WFH	Review and analyze Honeywell's Revised Work Plan in order to determine whether it complies with Louis Berger's comments (5.7); conferences with Dr. Brown and staff re Honeywell work plan and assorted technical issues raised thereby (.6); begin file memo outlining problems with Honeywell work plan (1.7); review Louis Berger's comments on Honeywell's fifth progress report and confer with SI re item in same (.3); review Honeywell's utility survey report and pipe/utility remediation plan and confer with Dr. Brown's staff re same (.3); review 10/23 letter from JCMUA to Honeywell re groundwater discharge issue (.2).	8.80
11/04/2003	CHM	Review K. Brown memo re workplan (.8); work on response to Honeywell's work plan (1.5).	2.30
11/05/2003	BJB	Make calls to Arnold & Porter re resolution of issues re Honeywell's RAWP for Messrs Marraro and Hughes (.5); conference with Mr. Hughes re same (.2); scan and prepare email re same to team (.3); collect and analyze pertinent documents for 11/6 meeting with Special Master for Mr. Scrivo (1.1); place calls to Dr. Davis re arrangements for shipment of same (.3); prepare faxes to Messrs. Marraro and Agnello re RAWP re 11/6 all parties' meeting with Special Master for Mr. Hughes (.3); review new correspondence and prepare for incorporation into case files (1.0).	3.70
11/05/2003	WFH	Finish analyzing Honeywell's revised work plan re COPR remediation, sediment contamination and groundwater investigation (2.3); conferences with SI Group re same (.5); review and analyze selected correspondence from Berger Group to determine extent to which Honeywell work plan complies with Berger's comments (.8); prepare lengthy memorandum to Mr. Marraro outlining technical problems in Honeywell's work plan in connection with 11/6 meeting with Special Master (2.1).	5.70
11/05/2003	CHM	Meeting with Agnello re Honeywell workplan issues (3.5).	3.50
11/06/2003	WFH	Review expert report re COPR transportation issue and confer with Dr. Brown's office re same (.5); review letter from Connell Foley re Roned (.1); review Honeywell correspondence re upgrades to IRM's and confer with SI re same (.3); conference with Mr. Marraro re Special Master meeting and follow-up assignment (.2).	1.10

11/06/2003	CHM	All-day meeting with Special Master (8.0); post-meeting analysis (2.1).	10.10
11/06/2003	RMR	Create correspondence indices for electronic and hard copy files (4.2).	4.20
11/07/2003	WFH	Conference with Mr. Marraro re RCRA permitting status of transfer station (.2); legal research and calls to DEP and EPA re same (2.3); prepare and revise file memo re results of research (.9).	3.40
11/07/2003	CHM	Conference with Dr. Brown re his discussions with Berger (.5)	0.50
11/07/2003	RMR	Create correspondence indices for electronic and hard copy files (4.6).	4.60
11/09/2003	WFH	Review memo from Dr. Brown re remediation issues and confer with Brown re same (.7); review Parsons letter re changes in depths of sediment samples (.2); review Honeywell letter re deep groundwater investigation plan and confer with SI Group re same (.4); review Honeywell letter to Berger Group re sediment sampling issue and confer with SI Group re same (.4); follow-up research re applicability of RCRA permitting requirements to transfer operations (.6).	2.30
11/11/2003	WFH	Review Daneker's letter to Berger Group re remediation contracts and monthly progress reports and conference with Ms. Banks re follow-up on same (.3); review letter from Special Master re 11/19 meeting with federal/state regulators (.1); follow-up research on transfer facility and stormwater permitting issues (.7).	1.10
11/13/2003	WFH	Conferences with Ms. Newbold and SI re site sampling issues (.4).	0.40
11/14/2003	CHM	Review of various Honeywell correspondences re remediation plan (1.2); conference with Agnello (.5); conference with client re Special Master issues (.7).	2.40
11/17/2003	CHM	Confer with Dr. Brown re calculation issues (.6); review Dr. Brown's evaluation and edit memo (1.0); conference with client re same (.3).	1.90
11/18/2003	BJB	Review, coordinate, organize and prepare new correspondence and incorporate into indexed case files (1.8).	1.80

11/18/2003	WFH	Review draft memo from Dr. Brown re use of sheet piling vs. deep slurry wall and conference with Dr. Brown in connection with same (.8); review recent correspondence from Honeywell/Louis Berger on site remediation issues (.4); research RCRA "land ban" issue related to COPR removal and disposal at TSD facility (.9).	2.10
11/18/2003	CHM	Meeting with Agnello re strategy for transportation and other issues (5.5); analyze Hughes' memo (.8); prepare letter to Special Master re wall (.6).	6.90
11/19/2003	CHM	Travel to DC from Newark (2.0). (Note: Travel time billed at 50% or 1.0).	1.00
11/20/2003	WFH	Conference with Mr. Marraro re meeting with Special Master and follow-up matter (.4); conference call with Mr. Agnello and clients re status of remediation and related matters (.5); legal research and call to regulators re scope of permitting requirements under Waterfront Development Law and related issue re Honeywell's deep wall proposal (4.8); conference with Ms. Banks and factual research in connection with same (1.2); review recent correspondence from Special Master and Honeywell re remediation issues (.4).	7.30
11/20/2003	CHM	Call Dr. Brown re various issues (.6).	0.60
11/21/2003	WFH	Legal research and calls to regulators re permitting issue in connection with removal of COPR (2.4); conference with SI staff on related issue (.2).	2.60
11/21/2003	CHM	Review various correspondence (1.0); teleconference with Dr. Brown (.5); conference with Senftleben re barge issues (.5).	2.00
11/24/2003	CHM	Conference with Dr. Brown (.6); strategy conference with Agnello re barging v. trucking issues (1.0).	1.60
11/25/2003	WFH	Conference with Mr. Marraro re meeting with counsel for Honeywell and heaving issues (.4); further research regarding permitting issue re wall construction on eastern portion of site and removal of COPR by barge (3.4).	3.80
Total fees			96.90
			<u>Amount</u>
			33,076.50

Disbursements:

Tolls

14.00

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W. Hughes - Meal in New Jersey for meeting with Dr. Brown and NJDEP on 10/28-10/29/03 (1 person)	21.00
W. Hughes - Metro travel to New Jersey for meeting with Dr. Brown and NJDEP on 10/28-29/03	3.00
W. Hughes - Parking on trip to New Jersey for meeting with Dr. Brown and NJDEP on 10/28-29/03	18.00
W. Hughes - Taxi on trip to New Jersey for meeting with Dr. Brown and NJDEP on 10/28-29/03	7.00
W. Hughes - Mileage Reimbursement on trip to New Jersey for meeting with Dr. Brown and NJDEP on 10/28-29/03	114.84
Total disbursements	<u>\$177.84</u>
Total Amount of This Bill	\$33,254.34
Balance Due	<u><u>\$33,254.34</u></u>

Timekeeper Summary

<u>Name</u>		<u>Hours</u>	<u>Rate</u>
Banks, Barbara J.	Paralegal	5.50	\$135.00
Marraro, Christopher H.	Partner	37.30	\$440.00
Ross, Rebecca M.	Paralegal	13.10	\$120.00
Hughes, William F.	Counsel	41.00	\$350.00